

# PRESTON GATES ELLIS & ROUVELAS MEEDS

ATTORNEYS AT LAW

Suite 500  
1735 New York Avenue, NW  
Washington, DC 20006-4759  
(202) 628-1700  
Fax: (202) 331-1024

EMANUEL L. ROUVELAS  
JONATHAN BLANK  
LLOYD MEEDS  
WILLIAM N. MYHRE  
RICHARD L. BARNES  
KENNETH R. KAY  
CRAIG J. GEHRING  
KATHRYN P. BRODERICK  
BRUCE J. HEIMAN  
WILLIAM GRAY SCHAFFER  
PAMELA J. GARVIE  
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JAMES R. STIRN  
DREW D. PETTUS  
MICHAEL W. EVANS  
DONALD A. KAPLAN  
LAURENCE R. LATOURETTE

TIM L. PECKINPAUGH  
WILLIAM A. SHOOK  
SUELLEN LOWRY  
RICHARD P. REGAN  
ANN R. KLEE  
FIONA J. BRANTON \*  
ALAN J. SCHAEFFER  
DENISE M. BENJAMIN  
ROLF MARSHALL \*  
CAROL ANN BISCHOFF  
KARIN S. NEWMAN  
PATRICK SUTTON

SOL MOSHER  
Senior Advisor  
on Federal Affairs  
and International Trade

\* Admitted only in jurisdictions  
other than the District of Columbia

OF COUNSEL  
JOHN W. ANGUS III

RECORDATION NO. 18105/B, C, D, E  
FILED 1425

JAN 26 1993 9:25 AM

INTERSTATE COMMERCE COMMISSION

January 26, 1993

3-026A001  
RECORDATION NO. 18105  
FILED 1425

JAN 26 1993 9:25 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 18105/H  
FILED 1425

JAN 26 1993 9:25 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed original copies each of a Locomotive Operating Lease Agreement, dated as of December 30, 1992, a primary document (as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177) and five secondary documents relating thereto, namely a Non-Recourse Lease Assignment, dated as of December 30, 1992, and four Bills of Sale, dated January 5, 7, 13 and 15, respectively.

The names and addresses of the parties executing the same are:

1. Locomotive Operating Lease Agreement

Lessor: Electro-Motive Division,  
General Motors Corporation  
9301 W. 55th Street  
La Grange, Illinois 60525

Lessee: Burlington Northern Railroad Company  
2800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

JAN 26 9 21 AM '93  
HONORABLE CLERK

A PARTNER IN PRESTON THORGRIMSON SHIDLER GATES & ELLIS

SEATTLE, WA  
(206) 623-7580  
FAX: (206) 623-7022

BELLEVUE, WA  
(206) 453-0300  
FAX: (206) 646-3081

SPOKANE, WA  
(509) 624-2100  
FAX: (509) 456-0146

TACOMA, WA  
(206) 272-1500  
FAX: (206) 272-2913

ANCHORAGE, AK  
(907) 276-1969  
FAX: (907) 276-1365

PORTLAND, OR  
(503) 228-3200  
FAX: (503) 248-9085

Mr. Sidney L. Strickland, Jr.  
January 26, 1993  
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2. Non-Recourse Lease Assignment

Assignee: ATEL Cash Distribution Fund IV  
235 Pine Street  
San Francisco, California 94104

Assignor: Electro-Motive Division,  
General Motors Corporation  
9301 W. 55th Street  
La Grange, Illinois 60525

3. Bills of Sale

Seller: Electro-Motive Division,  
General Motors Corporation  
9301 W. 55th Street  
La Grange, Illinois 60525

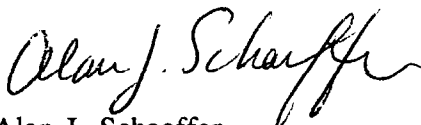
Buyer: ATEL Cash Distribution Fund IV  
235 Pine Street  
San Francisco, California 94104

A description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule A.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation files.

Kindly return one stamped copy of the enclosed documents to Alan J. Schaeffer, Esquire, Preston Gates Ellis & Rouvelas Meeds, 1735 New York Avenue, N.W., Suite 500, Washington, D.C. 20006-4759.

Very truly yours,

  
Alan J. Schaeffer

AJS/aca  
Enclosures

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## SCHEDULE A

20 3,000 H.P. EMD SD-40-2 Locomotives

Prior Road Numbers

Current Road Numbers

MILW	177	SOO	6300
MILW	178	SOO	6301
MILW	179	SOO	6302
MILW	180	SOO	6303
MILW	181	SOO	6304
MILW	21	SOO	6305
MILW	22	SOO	6306
MILW	23	SOO	6307
MILW	25	SOO	6309
MILW	26	SOO	6310
MILW	27	SOO	6311
MILW	28	SOO	6312
MILW	29	SOO	6313
MILW	30	SOO	6314
MILW	172	SOO	6345
MILW	173	SOO	6346
MILW	174	SOO	6347
MILW	175	SOO	6348
MILW	171	SOO	6381
MILW	176	SOO	6382

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10 3,000 H.P. EMD SD-40-2 Locomotives, Road Nos. 6040-6049, inclusive.

JAN 26 1993 9:25 AM

NON RECOURSE LEASE ASSIGNMENT INTERSTATE COMMERCE COMMISSION

This Assignment is made pursuant to that certain Purchase Agreement, dated December 30, 1992, (the "Agreement") between Electro-Motive Division, General Motors Corporation ("Assignor") and ATEL Cash Distribution Fund IV ("Purchaser"), and is made under and subject to all of the terms, covenants and conditions thereof. Assignor hereby assigns to Purchaser without recourse all of its right, title and interest in and to the Locomotive Operating Lease Agreement (the "Lease") dated December 30, 1992 between Assignor as lessor and Burlington Northern Railroad Company as lessee, including all guaranties relating thereto and any additional collateral securing the obligations of the lessee under the Lease.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered this 30th day of December, 1992.

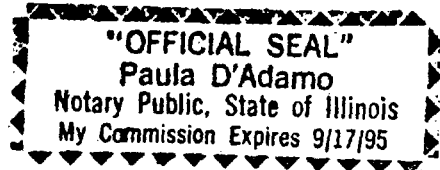
Electro-Motive Division,  
General Motors Corporation

By: *[Signature]*  
Title: ASSISTANT SECRETARY

State of Illinois )  
County of Cook )

On this 30th day of DECEMBER, 1992, before me personally appeared KEITH McCALLISS, to me personally known, who, being by me duly sworn, did say that he is a representative of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public



My commission expires:

\_\_\_\_\_

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1992, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he is a representative of the \_\_\_\_\_, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_